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*Counsel for the Official Committee of Unsecured
Creditors of Motors Liquidation Co., (f/k/a General Motors Corp.) et al.*

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:)	
)	
MOTORS LIQUIDATION COMPANY., <u>et al.</u>)	Chapter 11
(f/k/a General Motors Corp., <u>et al.</u>))	
)	Case No. 09-50026 (REG)
Debtors.)	Jointly Administered
)	

**DECLARATION OF THOMAS MOERS MAYER IN SUPPORT OF
THE DEBTORS' MOTION FOR AN ORDER PURSUANT
TO 11 U.S.C. § 363 AUTHORIZING THE DEBTORS TO AMEND THE
TERMS OF THEIR ENGAGEMENT LETTER WITH AP SERVICES, LLC**

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

THOMAS MOERS MAYER, under the penalty of perjury, deposes and says that:

1. I am a member of Kramer Levin Naftalis & Frankel LLP (“**Kramer Levin**”), with responsibility for the Official Committee of Unsecured Creditors (the “**Committee**”) of the Debtors bankruptcy cases of Motors Liquidation Company, (f/k/a General Motors Corp.) et al. as debtors and debtors-in-possession in the Debtors bankruptcy cases (collectively, the “**Debtors**”), and I submit this declaration (the “**Declaration**”) in support of the Debtors’ Motion for an Order Pursuant to 11 U.S.C. § 363 Authorizing the Debtors to Amend

the Terms of their Engagement Letter with AP Services, LLC (the “Motion”). Unless otherwise stated in this Declaration, I have personal knowledge of the facts hereinafter set forth.

2. In March 2010, the Committee was informed that AP Services, LLC (“APS”) was re-negotiating the terms of the engagement letter with the United States Department of Treasury (“Treasury”). The Committee asked that the revised engagement letter continue to contain timing milestones but was informed that these milestones were beyond APS’s control.

3. On July 16, 2010, the Debtors filed the Motion seeking approval of modifications to the engagement letter with APS. The modifications including the following: (i) elimination of hourly fee reductions, (ii) elimination of discretionary fee if emerge by a date certain, (iii) elimination of incentive fees for reducing priority claims and making re-payments to Treasury, and (iv) flat incentive fee if confirm a plan that becomes effective.

4. On July 30, 2010, the Committee filed a Limited Objection to the Motion, asking that an order granting the Motion be conditioned on additional public disclosure of proposed timing for emerge and distributions. At the hearing on August 6, 2010, the Debtors outlined their proposed timeline for filing a plan and emergence. This public disclosure satisfied the Committee’s Limited Objection.

5. The Committee has no objection to the economics of the modifications to the engagement letter. In particular, the Committee believes that it was appropriate to remove the incentive fee for making re-payments to Treasury. The Committee is in the process of negotiating with the Debtors and Treasury over the terms of a post-Effective date budget and does not believe that the APS fee structure should be a factor in these negotiations.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true
and correct.

Executed: August 12, 2010
New York, New York

/s/ Thomas Moers Mayer
Thomas Moers Mayer

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